

**UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF MICHIGAN**

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GRAMERCY ADVISORS LLC; GRAMERCY
CAPITAL RECOVERY FUND II LLC;

Petitioners, No. 14-CV-00048

v.

Hon. Robert J. Jonker

SSW HOLDING COMPANY, INC.; STRAITS
STEEL & WIRE CO.; and STRAITS
DIVERSIFICATION LLC,

Respondents.

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**DECLARATION OF MICHAEL E. PETRELLA IN SUPPORT OF PETITIONERS'
OPPOSITION TO RESPONDENTS' MOTION FOR SUMMARY JUDGMENT**

I, MICHAEL E. PETRELLA, hereby declare under penalty of perjury that the following statements are true:

1. I am an attorney licensed to practice in the State of New York and admitted to practice before this Court. I am a member of the law firm O’Shea Partners LLP (“O’Shea Partners LLP”), the attorneys of record for Plaintiffs in the above-captioned action. I am fully competent to make this Declaration and I have personal knowledge of the facts stated herein.

2. I submit this Declaration in support of Petitioners’ Memorandum of Law in Opposition to Respondents’ Motion for Summary Judgment and in Further Support of Petitioners’ Petition to Compel Arbitration and for a Stay.

3. Attached hereto as **Exhibit 1** is a true and correct copy of the docket sheet for the state civil action *SSW Holdings Company, Inc. et al. v. BDO Seidman LLP et al.*, Case No. CIV-09-01332, Sebastian County, Arkansas (the “Arkansas Action”), as of April 1, 2014. Because

the original copy of the docket sheet lacks page numbers, page numbers have been added in the lower right corner of the copy attached hereto.

4. Attached hereto as **Exhibit 2** is a true and correct copy of the docket sheet from the United States District Court for the Western District of Arkansas for the removal proceeding concerning the Arkansas Action, *SSW Holding Company, Inc. et al v. BDO Seidman LLP et al.*, No. 09-CV-02099(RTD), retrieved from PACER on April 1, 2014.

5. Attached hereto as **Exhibit 3** is a true and correct copy of the memorandum of law submitted by Respondents SSW Holding Company, Inc.; Straits Steel & Wire Co.; and Straits Diversification LLC (collectively, “Respondents” or “SSW”) in response to Gramercy’s motion to dismiss for lack of personal jurisdiction in the Arkansas Action.

6. Attached hereto as **Exhibit 4** is a true and correct copy, without exhibits, of the Affidavit of Sam J. Flocks, dated May 12, 2010, and submitted in support of SSW’s response to Gramercy’s motion to dismiss for lack of personal jurisdiction in the Arkansas Action.

7. Attached hereto as **Exhibit 5** is a true and correct copy of SSW’s memorandum of law in support of SSW’s response to Gramercy’s motion to dismiss for failure to state a claim in the Arkansas Action.

8. Attached hereto as **Exhibit 6** is a true and correct copy of an excerpt of pages 1-10 of the transcript of hearing, dated September 30, 2010, in the Arkansas Action.

9. Attached hereto as **Exhibit 7** is a true and correct copy of a Contribution Agreement, dated June 8, 2001, between Petitioner Gramercy Capital Recovery Fund II LLC and Respondents Straits Steel and Wire Company and SSW Holding Company, Inc.

10. Attached hereto as **Exhibit 8** is a true and correct copy of Shareholder Agreement, dated June 7, 2001, between Petitioner Gramercy Capital Recovery Fund II LLC and Respondents Straits Steel and Wire Company and SSW Holding Company, Inc.

Dated: New York, New York
April 25, 2014

/s/ Michael E. Petrella
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